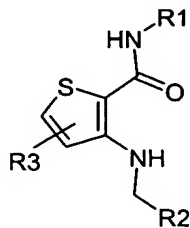


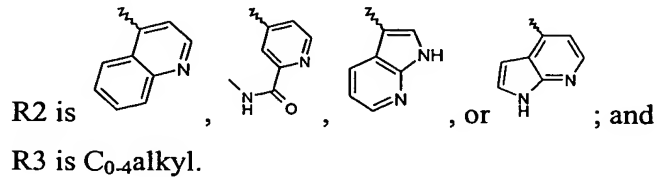
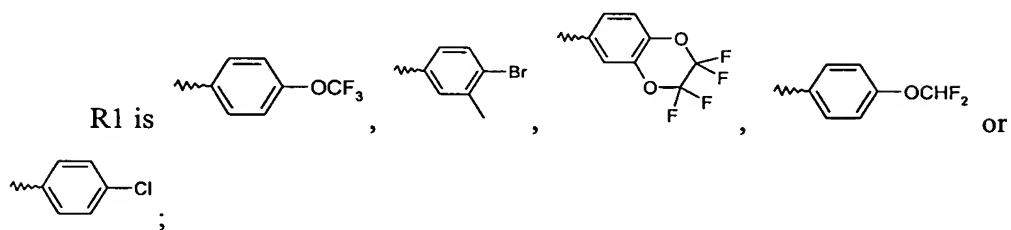
WHAT IS CLAIMED IS:

1. A compound represented by Formula (I):

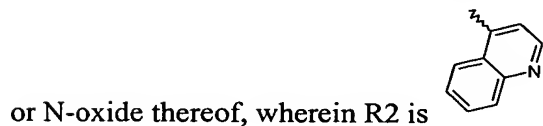


(I)

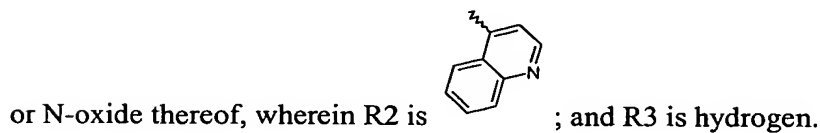
or a pharmaceutically acceptable salt or N-oxide thereof, wherein



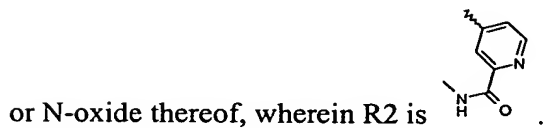
2. The compound according to claim 1, or a pharmaceutically acceptable salt



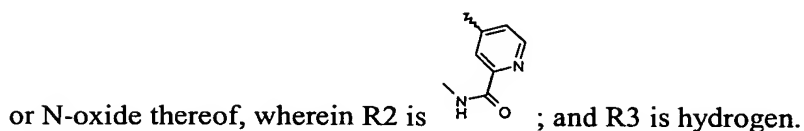
3. The compound according to claim 1, or a pharmaceutically acceptable salt



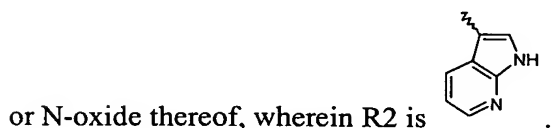
4. The compound according to claim 1, or a pharmaceutically acceptable salt



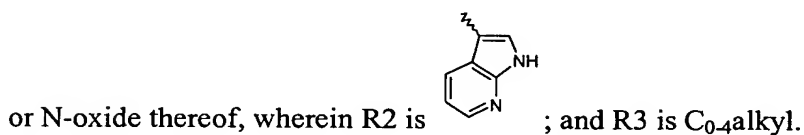
5. The compound according to claim 1, or a pharmaceutically acceptable salt



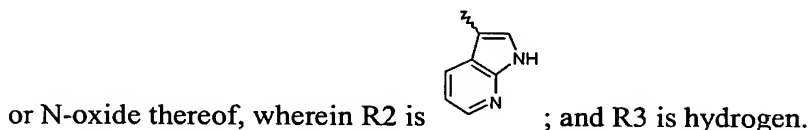
6. The compound according to claim 1, or a pharmaceutically acceptable salt



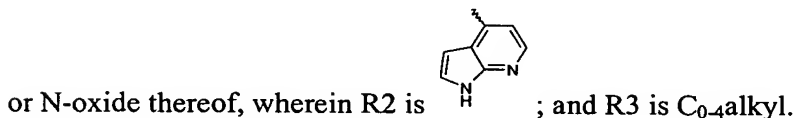
7. The compound according to claim 1, or a pharmaceutically acceptable salt



8. The compound according to claim 1, or a pharmaceutically acceptable salt



9. The compound according to claim 1, or a pharmaceutically acceptable salt



10. A composition comprising a compound according to claim 1, or a pharmaceutically acceptable salt or N-oxide thereof, and a pharmaceutically acceptable carrier.

11. A composition comprising a compound according to claim 1, or a pharmaceutically acceptable salt or N-oxide thereof; and an anti-neoplastic, anti-tumor, anti-angiogenic, or chemotherapeutic agent.

12. A composition comprising a compound according to claim 1, or a pharmaceutically acceptable salt or N-oxide thereof, and a cytotoxic cancer therapeutic agent.

13. A composition comprising a compound according to claim 1, or a pharmaceutically acceptable salt or N-oxide thereof, and an angiogenesis inhibiting cancer therapeutic agent.

14. A compound consisting of
N-(4-trifluoromethoxyphenyl) 3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide;
N-(4-bromo-3-methylphenyl) 3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide;
N-(2,2,3,3-tetrafluorobenzodioxan-6-yl) 3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide;
N-(4-chlorophenyl) 3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide;
 4-{[2-(4-bromo-3-methylphenylcarbonyl)thiophen-3-ylamino]methyl}pyridine-2-carboxylic acid methylamide;
 4-{[2-(2,2,3,3-tetrafluorobenzodioxan-6-ylcarbonyl)thiophen-3-ylamino]methyl}pyridine-2-carboxylic acid methylamide;
 4-{[2-(4-chlorophenylcarbonyl)thiophen-3-ylamino]methyl}pyridine-2-carboxylic acid methylamide;
N-(4-chlorophenyl) 3-[(1*H*-pyrrolo[2,3-*b*]pyridin-3-ylmethyl)amino]thiophene-2-carboxamide;
N-(4-bromo-3-methylphenyl) 3-[(1*H*-pyrrolo[2,3-*b*]pyridin-3-ylmethyl)amino]thiophene-2-carboxamide;
N-(2,2,3,3-tetrafluorobenzodioxan-6-yl) 3-[(1*H*-pyrrolo[2,3-*b*]pyridin-3-ylmethyl)amino]thiophene-2-carboxamide;
N-{[2-(4-trifluoromethoxyphenylcarbonyl)thiophen-3-ylamino]methyl}pyridine-2-carboxylic acid methylamide;
N-(4-Trifluoromethoxy)phenyl-3-[(1*H*-pyrrolo[2,3-*b*]pyridin-4-ylmethyl)amino]thiophene-2-carboxamide;
N-(4-chlorophenyl)-3-[(1*H*-pyrrolo[2,3-*b*]pyridin-4-ylmethyl)amino]thiophene-2-carboxamide;

3-[(1*H*-pyrrolo[2,3-*b*]pyridin-4-ylmethyl)amino]-*N*-(2,2,3,3-tetrafluoro-2,3-dihydro-1,4-benzodioxin-6-yl)thiophene-2-carboxamide;
 4-Methyl-*N*-(4-trifluoromethoxyphenyl)phenyl-3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide;
N-(4-chlorophenyl)-4-methyl-3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide;
N-(4-bromo-3-methylphenyl)-4-methyl-3-[(quinolin-4-ylmethyl)amino]thiophene-2-carboxamide;
 4-Methyl-3-[(quinolin-4-ylmethyl)amino]-*N*-(2,2,3,3-tetrafluoro-2,3-dihydro-1,4-benzodioxin-6-yl)thiophene-2-carboxamide;
 3-{[(1-oxidoquinolin-4-yl)methyl]amino}-*N*-[4-(trifluoromethoxy)phenyl]thiophene-2-carboxamide
 or a pharmaceutically acceptable salt, or *N*-oxide, thereof.

15. A method of treatment of hyperproliferative disorder comprising a step of administering an effective amount of the compound according to claim 1.

16. The method of claim 15, further comprising the step of administering an anti-neoplastic, anti-tumor, anti-angiogenic, or chemotherapeutic agent.

17. The method of claim 15 wherein the hyperproliferative disorder is breast cancer, head cancer, or neck cancer.

18. The method of claim 15 wherein the hyperproliferative disorder is gastrointestinal cancer.

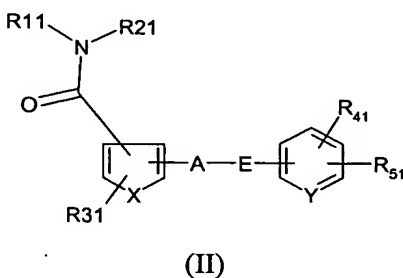
19. The method of claim 15 wherein the hyperproliferative disorder is leukemia.

20. The method of claim 15 wherein the hyperproliferative disorder is ovarian, bronchial, lung, or pancreatic cancer.

21. The method of claim 15 wherein the hyperproliferative disorder is sinonasal natural killer/T-cell lymphoma, testicular cancer (seminoma), thyroid

carcinoma, malignant melanoma, adenoid cystic carcinoma, angiosarcoma, anaplastic large cell lymphoma, endometrial carcinoma, or prostate carcinoma.

22. A method of treatment of hyperproliferative disorders comprising a step of administering an effective amount of a compound represented by Formula II, or a pharmaceutically acceptable salt thereof:



wherein:

R11 is aryl, C₃₋₆cycloalkyl or heterocyclyl, each of which optionally is substituted with 1-6 independent halogen; hydroxy; nitro; amino; acyl; substituted acyl; acylC₁₋₆alkylsulfinyl; acylC₁₋₆alkylsulfonyl; acyloxy; C₁₋₆alkylaminoC₁₋₆alkyl carbamoyloxy; aryl; cyano; heterocyclyl; C₂₋₆alkenyl optionally substituted with acyl, substituted acyl, aryl or acyl-substituted aryl; C₂₋₆alkynyl optionally substituted with amino, acylamino or substituted acylamino; C₁₋₆alkyl optionally substituted with halogen, amino, C₁₋₆alkylamino, acylamino, substituted acylamino, hydroxy, acyloxy, acylC₁₋₆alkanoyloxy, acyl, substituted acyl, acylC₁₋₆alkoxyimino, aryl or acyl substituted aryl; C₁₋₆alkylthio optionally substituted with acyl or substituted acyl; alkoxy optionally substituted with aryl, substituted aryl, hydroxy, acyloxy, amino, lower alkylamino, protected amino, heterocyclyl, acyl substituted pyridyl, substituted acyl substituted pyridyl, halogen, acylC₁₋₆alkylamino, N-protected acylC₁₋₆alkylamino, N-acylC₁₋₆alkyl-N-lower alkylamino, acyl, substituted acyl, acylamino, substituted acylamino, C₁₋₆alkylhydrazinocarbonylamino, hydroxyimino, acylC₁₋₆alkoxyimino, substituted acylC₁₋₆alkoxyimino, acylC₁₋₆alkoxy, guanidino or N-protected guanidino; or C₂₋₆alkenyloxy optionally substituted with acyl or substituted acyl substituents;

R21 is hydrogen; lower alkyl optionally substituted with hydroxy, aryl or acyl; or cyclo(lower)alkyl;

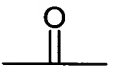
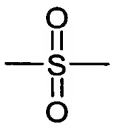
R31 is hydrogen; halogen; hydroxy; acyloxy; substituted acyloxy; C₁₋₆alkyl optionally substituted with hydroxy or C₁₋₆alkoxy; C₁₋₆alkoxy optionally substituted

with aryl, amino, protected amino, acyl, hydroxy, cyano or C₁₋₆alkylthio; nitro; amino; acyl; substituted acyl; or C₃₋₆acycloalkoxy;

R₄₁ is hydroxy; halogen; nitro; amino; protected amino; C₁₋₆alkylamino; acyloxy; aminoC₁₋₆alkylamino; N-protected aminoC₁₋₆alkylamino; C₁₋₆alkoxy optionally substituted with hydroxy, aryl, substituted aryl, acyl, substituted acyl, amino, C₁₋₆alkylamino, acylamino, substituted acylamino, protected amino, heterocyclyl or guanidino; C₁₋₆alkylthio optionally substituted with acyl, substituted acyl, amino, C₁₋₆alkylamino, acylamino, substituted acylamino, protected amino, heterocyclyl, hydroxy, C₁₋₆alkylsulfonyloxy, arylsulfonyloxy, arC₁₋₆alkoxy or substituted arC₁₋₆alkoxy; C₁₋₆alkyl substituted with acyl, substituted acyl, amino, lower alkylamino, acylamino, substituted acylamino, protected amino, heterocyclyl, hydroxy, C₁₋₆alkylsulfonyloxy or arylsulfonyloxy; C₂₋₆alkenyl optionally substituted with acyl; C₂₋₆alkynyl optionally substituted with hydroxy, amino, protected amino, C₁₋₆alkylsulfonyloxy or arylsulfonyloxy; aminoC₁₋₆alkylsulfonyl; N-protected aminoC₁₋₆alkylsulfonyl; C₁₋₆alkylaminosulfonyl; heterocyclylsulfonyl; aminoC₁₋₆alkylsulfinyl; N-protected aminoC₁₋₆alkylsulfinyl; piperidyloxy; or N-protected piperidyloxy;

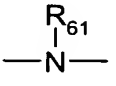
R₅₁ is hydrogen, C₁₋₆alkyl, C₁₋₆alkoxy or halogen;

A is a single bond, O or NH;

E is C₁₋₆alkylene, C₂₋₆alkenylene, ,  ;

or E is a group of the formula -G-J- in which

G is C₁₋₆alkylene and

J is O or , wherein R₆₁ is hydrogen or N-protective group;

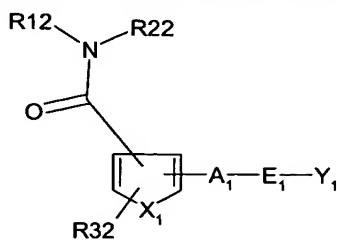
X is -CH=CH-, -C=N- or S; and

Y is CH or N.

23. The method of claim 22, wherein X is S

24. The method of claim 22, wherein X is S; and R₁₁ is optionally substituted heterocyclyl.

25. The method of claim 22, wherein X is S; and Y is N.
26. The method of claim 22, further comprising the step of administering an anti-neoplastic, anti-tumor, anti-angiogenic, or chemotherapeutic agent.
27. The method of claim 22 wherein the hyperproliferative disorder is breast cancer, head cancer, or neck cancer.
28. The method of claim 22 wherein the hyperproliferative disorder is gastrointestinal cancer.
29. The method of claim 22 wherein the hyperproliferative disorder is leukemia.
30. The method of claim 22 wherein the hyperproliferative disorder is ovarian, bronchial, lung, or pancreatic cancer.
31. The method of claim 22 wherein the hyperproliferative disorder is sinonasal natural killer/T-cell lymphoma, testicular cancer (seminoma), thyroid carcinoma, malignant melanoma, adenoid cystic carcinoma, angiosarcoma, anaplastic large cell lymphoma, endometrial carcinoma, or prostate carcinoma.
32. A method of treatment of hyperproliferative disorders comprising a step of administering an effective amount of a compound represented by Formula III:



(III)

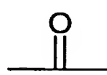
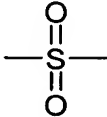
wherein:

R12 is aryl, C₃₋₆cycloalkyl or heterocyclyl, each of which optionally is substituted with 1-6 independent halogen; hydroxy; nitro; protected amino, amino; acyl; substituted acyl; acylC₁₋₆alkylsulfinyl; acylC₁₋₆alkylsulfonyl; acyloxy; C₁₋₆alkylaminoC₁₋₆alkyl carbamoyloxy; aryl; cyano; heterocyclyl; C₂₋₆alkenyl optionally substituted with acyl, substituted acyl, aryl or acyl-substituted aryl; C₂₋₆alkynyl optionally substituted with amino, acylamino or substituted acylamino; C₁₋₆alkyl optionally substituted with halogen, amino, C₁₋₆alkylamino, acylamino, substituted acylamino, hydroxy, acyloxy, acylC₁₋₆alkanoyloxy, acyl, substituted acyl, acylC₁₋₆alkoxyimino, aryl or acyl substituted aryl; C₁₋₆alkylthio optionally substituted with acyl or substituted acyl; alkoxy optionally substituted with aryl, substituted aryl, hydroxy, acyloxy, amino, lower alkylamino, protected amino, heterocyclyl, acyl substituted pyridyl, substituted acyl substituted pyridyl, halogen, acylC₁₋₆alkylamino, N-protected acylC₁₋₆alkylamino, N-acylC₁₋₆alkyl-N-lower alkylamino, acyl, substituted acyl, acylamino, substituted acylamino, C₁₋₆alkylhydrazinocarbonylamino, hydroxyimino, acylC₁₋₆alkoxyimino, substituted acylC₁₋₆alkoxyimino, acylC₁₋₆alkoxy, guanidino or N-protected guanidino; or C₂₋₆alkenyloxy optionally substituted with acyl or substituted acyl substituents;

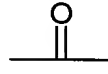
R22 is hydrogen; C₁₋₆alkyl optionally substituted with hydroxy, aryl or acyl; or C₃₋₆cycloalkyl;

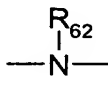
R32 is hydrogen; halogen; hydroxy; acyloxy; substituted acyloxy; C₁₋₆alkyl optionally substituted with hydroxy or C₁₋₆alkoxy; C₁₋₆alkoxy optionally substituted with aryl, amino, protected amino, acyl, hydroxy, cyano or C₁₋₆alkylthio; nitro; amino; acyl; substituted acyl; or C₃₋₆cycloalkyloxy;

A₁ is a single bond, O, or NH;

E₁ is C₁₋₆alkylene, C₂₋₆alkenylene, ,  ;

or E₁ is a group of the formula -G1-J1- in which

G1 is C₁₋₆alkylene or  and

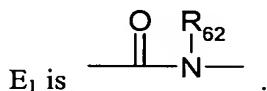
J1 is O or , wherein R₆₂ is hydrogen or N-protective group;

X₁ is -CH=CH-, -C=N- or S; and

Y_1 is aryl optionally substituted with 1-6 independent acyl, protected amino C_{1-6} alkanoyl, protected amino and nitro, amino and nitro or diamino substituents; or Y_1 is a condensed heterocyclyl optionally substituted with 1-6 halogen, acyl, C_{1-6} alkoxy, hydroxy, guanidino, mercapto, acylamino, amino, heterocyclyl, cyanoamino, amino C_{1-6} alkyl(C_{1-6} alkyl)amino, C_{1-6} alkylamino, C_{1-6} alkylamino(C_{1-6} alkylamino), substituted heterocyclyl, C_{1-6} alkylhydrazino, aryloxy, C_{1-6} alkylthio, aryl, protected amino, N-protected C_{1-6} alkylamino(C_{1-6} alkyl)amino, N-protected amino C_{1-6} alkyl(N' - C_{1-6} alkyl)amino, amino C_{1-6} alkyl(N - C_{1-6} alkyl)amino, C_{1-6} alkylamino(C_{1-6} alkyl)(N - C_{1-6} alkyl)amino, or C_{1-6} alkoxy(C_{1-6} alkyl)amino substituents, or a C_{1-6} alkyl substituent further optionally substituted with aryl, ar C_{1-6} alkoxy, cyano, hydroxyimino, mercapto, C_{1-6} alkylamino, acyloxy, halogen, C_{1-6} alkoxy, protected hydroxy, hydroxy, C_{1-6} alkoxyaryl, protected amino, amino, heterocyclyl, or substituted heterocyclyl substituents;

provided that when Y_1 is phenyl optionally substituted with C_{1-6} alkyl or acyl, then

A_1 is a single bond, and



33. The method of claim 32, wherein X_1 is S.

34. The method of claim 32, further comprising the step of administering an anti-neoplastic, anti-tumor, anti-angiogenic, or chemotherapeutic agent.

35. The method of claim 32 wherein the hyperproliferative disorder is breast cancer, head cancer, or neck cancer.

36. The method of claim 32 wherein the hyperproliferative disorder is gastrointestinal cancer.

37. The method of claim 32 wherein the hyperproliferative disorder is leukemia.

38. The method of claim 32 wherein the hyperproliferative disorder is ovarian, bronchial, lung, or pancreatic cancer.

39. The method of claim 32 wherein the hyperproliferative disorder is sinonasal natural killer/T-cell lymphoma, testicular cancer (seminoma), thyroid carcinoma, malignant melanoma, adenoid cystic carcinoma, angiosarcoma, anaplastic large cell lymphoma, endometrial carcinoma, or prostate carcinoma.